

SEP 22 '03

4-54 PM

SURFACE TRANSPORTATION BOARD

[B]-5

MEMORANDUM OF [B] TRUST INDENTURE SUPPLEMENT NO. 5

This Memorandum of [B] Trust Indenture Supplement No. 5 (this "Memorandum") is made and entered into by and among Trinity Industries Leasing Company, a Delaware corporation (the "Company") and Trinity Industries, Inc., a Delaware corporation (the "Guarantor") pursuant to the Security Agreement (as defined below) respecting (i) that certain [B] Trust Indenture and Security Agreement dated as of February 15, 2002, among the Company, the Guarantor and The Bank of New York, as trustee (the "Trustee"), and (ii) that certain [B] Trust Indenture Supplement No. 1 dated as of February 15, 2002, among the Company, the Guarantor and the Trustee (collectively, the "Security Agreement").

Pursuant to the provisions of the Security Agreement, the Company and the Guarantor hereby affirm and acknowledge that:

1. The Company has agreed to execute and deliver to the Trustee an equipment note and the Trustee has agreed to accept such an equipment note from the Company and, as security therefor, grant the Trustee a first priority security interest in (i) certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and (ii) certain leases with respect to such equipment identified by the lessee numbers and rider numbers as listed on Exhibit B attached hereto, subject to the terms defined in the Security Agreement.

2. This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and the Registrar General of Canada.

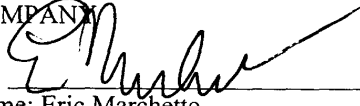
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its officers, thereunto duly authorized, as of September 10, 2003.

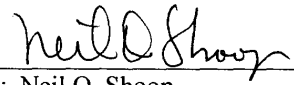
COMPANY:

GUARANTOR:

TRINITY INDUSTRIES LEASING
COMPANY

TRINITY INDUSTRIES, INC.

By: 
Name: Eric Marchetto
Title: Vice President

By: 
Name: Neil O. Shoop
Title: Treasurer

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this 10th day of September, 2003, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is Vice President of Trinity Industries Leasing Company, that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Tommie G. Cain
Notary Public

My Commission Expires: 5/13/2007

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this 10th day of September, 2003, before me personally appeared Neil O. Shoop, to me personally known, who being duly sworn, stated that he is Treasurer of Trinity Industries, Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Tommie G. Cain
Notary Public

My Commission Expires: 5/13/2007

Tommie G. Cain
Notary Public, State of Texas
My Commission Expires 5-13-2007

ING COMPANY
INSTITUTION SCHEDULE
for 2003

Replacement Equipment

<u>Asset Mark</u>	<u>LesseeName</u>	<u>Rider</u>	<u>Mfg Date</u>	<u>FMV</u>
TILX300907	FACTOR GAS LIQUIDS	2	1/31/1992	37,631.27
TILX300918	FACTOR GAS LIQUIDS	2	2/10/1992	37,862.13
				<u>75,493.40</u>

IES LEASING COMPANY
CATE 12 SUBSTITUTION SCHEDULE
FTEMBER 3, 2003

Replacement Equipment					
ID	Lessee #	LesseeName	Rider	Units	FMV
1	2	FACTOR GAS LIQUIDS	2	2	75,493
					75,493